

4. TendoNova has a principal place of business at 3050-A2 Business Park Drive, Norcross, GA 30071.

5. TendoNova is registered as a foreign corporation with the Secretary of State of the State of New Hampshire and conducts business within the State of New Hampshire.

Jurisdiction and Venue

6. This Court has subject matter jurisdiction over the above-captioned matter under 28 U.S.C. § 1332.

7. Venue is proper in this Court under 28 U.S.C. § 1391(b) because a substantial part of the events or omissions giving rise to the claims in the above-captioned matter occurred in New Hampshire.

Factual Basis of the Plaintiff's Claims

8. TendoNova is a start-up company that is developing specialized tools for minimally invasive orthopedic procedures.

9. TendoNova was incorporated in Delaware on December 6, 2017.

10. TendoNova has a principal place of business in Georgia and, at all relevant times, had an office in New Hampshire.

11. Mr. Wallen is a Founder of TendoNova, and he executed a Stockholder Agreement with TendoNova in March 2018.

12. Mr. Wallen also executed a Restricted Stock Agreement with TendoNova in March 2018.

13. In or around December 2018, Mr. Wallen transferred his right to shares under the Restricted Stock Agreement to DHA, which is a company wholly-owned by the Wallen Revocable Trust.

14. Pursuant to the Restricted Stock Agreement, DHA was entitled to shares of restricted stock vesting in TendoNova in the following manner:

Vesting Date	Shares of Restricted Stock Vesting
Each of December 31, 2018 and December 31, 2019	10,000
December 31, 2020	20,000
Company closes the first 50% of targeted equity initial equity raise (as mutually agreed by the Company and Founder)	20,000
Company closes the second 50% of targeted equity initial equity raise (as mutually agreed by the Company and Founder)	20,000
Company obtains US FDA regulatory clearance for its product	20,000
Company obtains first \$10,000 in recurring revenue from the sale of its products	20,000
TOTAL	120,000

15. Based on the foregoing, DHA is entitled to 10,000 shares of restricted stock that vested on December 31, 2018, and another 10,000 shares of restricted stock that vested on December 31, 2019.

16. Further, Mr. Wallen and/or DHA is entitled to a prorated amount of the 20,000 shares of restricted stock that were scheduled to vest on December 31, 2020, in the amount of 8,333 shares (January 1, 2020 – May 26, 2020).

17. Additionally, TendoNova closed funding in the full amount of the targeted initial equity raise. As a result, DHA is entitled to 20,000 shares of restricted stock that vests on the first 50% of targeted initial equity raise and 20,000 shares of restricted stock that vests on the second 50% of targeted initial equity raise.

18. Based on the foregoing, DHA is entitled to restricted stock in TendoNova in the amount of 68,333 shares.

19. Despite demand, TendoNova has refused to provide DHA with the amount of stock that it is entitled to under the Restricted Stock Agreement.

Count I: Breach of Contract

20. DHA repeats and realleges all paragraphs above and below as if fully set forth herein.

21. Mr. Wallen executed a Restricted Stock Agreement with TendoNova in 2018.

22. Mr. Wallen subsequently transferred his shares in the Restricted Stock Agreement to DHA, which is a company wholly-owned by the Wallen Revocable Trust.

23. The Restricted Stock Agreement is a valid, binding contract between DHA and TendoNova.

24. Pursuant to the Restricted Stock Agreement, DHA was entitled to shares of restricted stock vesting in TendoNova in the following manner:

Vesting Date	Shares of Restricted Stock Vesting
Each of December 31, 2018 and December 31, 2019	10,000
December 31, 2020	20,000
Company closes the first 50% of targeted equity initial equity raise (as mutually agreed by the Company and Founder)	20,000
Company closes the second 50% of targeted equity initial equity raise (as mutually agreed by the Company and Founder)	20,000
Company obtains US FDA regulatory clearance for its product	20,000
Company obtains first \$10,000 in recurring revenue from the sale of its products	20,000
TOTAL	120,000

25. Based on the foregoing, DHA is entitled to 10,000 shares of restricted stock that vested on December 31, 2018, and another 10,000 shares of restricted stock that vested on December 31, 2019.

26. Further, Mr. Wallen and/or DHA is entitled to a prorated amount of the 20,000 shares of restricted stock that were scheduled to vest on December 31, 2020, in the amount of 8,333 shares (January 1, 2020 – May 26, 2020).

27. Additionally, TendoNova closed funding in the full amount of the targeted initial equity raise. As a result, DHA is entitled to 20,000 shares of restricted stock that vests on the first 50% of targeted initial equity raise and 20,000 shares of restricted stock that vests on the second 50% of targeted initial equity raise.

28. Based on the foregoing, DHA is entitled to restricted stock in TendoNova in the amount of 68,333 shares.

29. Despite demand, TendoNova has refused to provide DHA with the amount of stock that it is entitled to under the Restricted Stock Agreement.

30. As a result, TendoNova has breached the terms of the Restricted Stock Agreement.

31. Therefore, DHA is entitled to 68,333 shares of TendoNova stock and damages in an amount to be determined by this Honorable Court.

PRAYERS FOR RELIEF

WHEREFORE, DHA respectfully requests that this Honorable Court:

- A. Enter judgment against TendoNova;
- B. Award DHA vested stock in TendoNova in the amount of 68,333 shares;
- C. Award DHA pre- and post-judgment interest;
- D. Award DHA reasonable attorneys' fees and costs; and
- E. Grant such further relief as may be just and proper.

Respectfully submitted,
Directional Healthcare Advisors, LLC

By and through its counsel,
Bernstein, Shur, Sawyer & Nelson, P.A.

Dated: November 24, 2021

/s/ Hilary Holmes Rheaume, Esq.
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